

## **ATTACHMENT 1**

### **Response to Question 5(a-g)**

Question 5: Please attach a sheet designating contact persons to work with Staff on the issues **listed** below, including each contact person's **(i) name**, (ii) title, (iii) mailing address, (iv) telephone number, **(v)** facsimile number, and (vi) e-mail address, if any:

**(a)** issues relating to processing this application

Kemal M. Hawa  
David D. Rines  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
Tel: (202) 424-7500  
Fax: (202) 424-7645  
E-mail: [kmhawa@swidlaw.com](mailto:kmhawa@swidlaw.com) or [ddrines@swidlaw.com](mailto:ddrines@swidlaw.com)

**(b)** consumer issues

Nicole Sommerfeld  
Concentric Carrier Services, Inc.  
1400 Parkmoor Avenue  
San Jose, CA 95126  
Tel: (408) 817-2479  
Fax: (408) 817-2299  
E-mail: [nsommerfeld@cncx.com](mailto:nsommerfeld@cncx.com)

**(c)** customer complaint resolution

Please see **(b)** above.

**(d)** technical and service quality issues

Please see **(b)** above,

**(e)** “tariff” and pricing issues

Please see **(b)** above.

**(f)** 9-1-1 issues

Please see **(b)** above,

**(g)** security/law enforcement

Please see **(b)** above.

**ATTACHMENT 2**

Articles of Incorporation and  
Certificate of Authority to Transact Business in Illinois

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A **TRUE** AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CONCENTRIC CARRIER SERVICES, INC. ", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF **NOVEMBER**, A.D. 1999, AT 6 O'CLOCK P.M.

A FILED COPP OF THIS CERTIFICATE **HAS BEEN** FORWARDED TO THE **NEW** CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in black ink, appearing to read "Edward J. Fred", is written over a horizontal line.

*Edward J. Fred, Secretary of State*

3126425 8100

991486976

AUTHENTICATION:

0084001

DATE:

11-16-99

## CERTIFICATE OF INCORPORATION

OF

## CONCENTRIC CARRIER SERVICES, INC.

FIRST: The name of the Corporation is Concentric Carrier Services, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Grange Street, City of Wilmington, County of New Castle, Delaware 19801. **The** name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act **or** activity for which corporations may be organized under the General Corporation Law **of the** State of Delaware.

FOURTH: The total number of shares of all classes that the Corporation shall have authority to issue is 10,000 shares, par value \$0.01 per share, to be issued as shares of Common Stock.

FIFTH: Except as otherwise required by law or expressly provided **in this** Certificate of Incorporation, each share of Common Stock shall entitle the holder thereof to one (1) vote of each matter submitted to a vote of the stockholders.

SIXTH: **The** name and mailing address of the incorporator of the Corporation are as follows:

NameAddress

Melanie J. Bosman

3000 K Street, N.W., Suite 300  
Washington, D.C. 20007

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws **of the** Corporation, subject to any specific limitation on such power provided by any By-Laws adopted by the stockholders.

EIGHTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation so provide.

NINTH: **The** Corporation is to have perpetual existence.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ELEVENTH: A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this Section A by the stockholders **of the** Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

B. Each person who was or is made a party or is threatened to be made a party to or is or was involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director, officer or employee **of the** Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment **permits** the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section C of this Article Eleventh with respect to proceedings seeking to enforce rights to **indemnification**, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Section B shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the General Corporation **Law** of the State of Delaware requires, the payment of such expenses incurred by a director or **officer** in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including without limitation, service to an employee benefit plan) in advance **of the final** disposition of a proceeding, shall be made only upon delivery to the Corporation

of any **undertaking** by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section B or otherwise.

C. **If** a claim under Section B of this Article Eleventh is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the General Corporation **Law** of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholder) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

D. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article Eleventh shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-Law, agreement, vote of stockholders or disinterested directors or otherwise.

E. **The** Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, providing a trust fund, letter of credit or self-insurance, at its expense, to protect itself and any director, **officer**, employee or agent of the Corporation or another corporation, partnership, joint **venture, trust** or other enterprise against any expenses, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

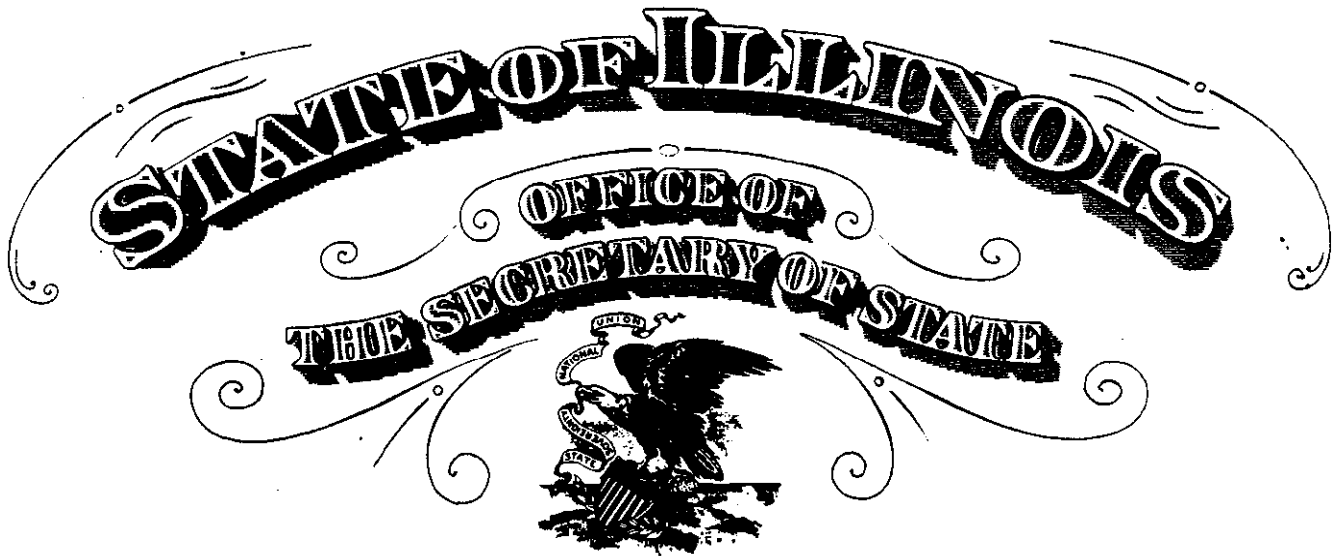
F. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its **final** disposition, to any agent of the Corporation to the **fullest** extent of the provisions of this Article Eleventh with respect to the indemnification and advancement of expenses of directors, **officers** and employees of the Corporation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law **of the** State of Delaware, makes this Certificate, hereby declaring and certifying that the facts herein stated are true, and **accordingly** has hereunto set her hand **and** seal this 15th day of November, 1999.

*Melanie J. Bosman*

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Melanie J. Bosman



*To all to whom these Presents Shall Come, Greeting:*

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

CONCENTRIC CARRIER SERVICES, INC.,  
INCORPORATED IN THE STATE OF DELAWARE AND LICENSED TO TRANSACT  
BUSINESS IN THIS STATE ON DECEMBER 9, 1999, APPEARS TO HAVE  
COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF  
THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND IS AT  
THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO  
TRANSACT BUSINESS IN THE STATE OF ILLINOIS\*\*\*\*\*



*In Testimony Whereof, I, hereto set  
my hand and cause to be affixed the Great Seal of  
the State of Illinois, this* 13TH  
*day of* DECEMBER *A.D.* 1999

*Jesse White*

SECRETARY OF STATE



**EXPEDITED**  
**SECRETARY OF STATE**

DEC 13 1999

EXP. FEES 10.00

COPY. CERT. 5.00

# State of Illinois

## Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
CONCENTRIC CARRIER SERVICES, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 9TH  
day of DECEMBER A.D. 1999 and of  
the Independence of the United States the two  
hundred and 24TH .



*Jesse White*

Secretary of State

# APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 762-1634  
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C/P, A's check or money order payable to "Secretary of State."

**This space for use by Secretary of State**

**FILED**

DEC 9 1999

**JESSE WHITE**  
**SECRETARY OF STATE**

This space for use by  
Secretary of State

Date 12-09-99

License Fee \$ ~~\_\_\_\_\_~~

Franchise Tax \$25.4

Filing Fee \$ 75.00

Penalties \$

Approved: *HR 4 / H. 1*

1. (a) CORPORATE NAME: Concentric Carrier Services, Inc.

*(Complete item 1 (b) only if the corporate name is not available in this state.)*

- (b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its **corporate** name in the transaction of business in Illinois. Form BCA 4.15 is **attached**.)

2. (a) State or Country of Incorporation: Delaware
- (b) Date of Incorporation: November 15, 1999
- (c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 1400 Parkmoor Avenue, San Jose, California 95126
- (b) Address of principal office in Illinois: None  
(if none, so state)

4. Name and address of the registered agent and registered office in Illinois.
- |                  |                               |                    |                  |
|------------------|-------------------------------|--------------------|------------------|
| Registered Agent | <u>C T Corporation System</u> |                    |                  |
|                  | <i>First Name</i>             | <i>Middle Name</i> | <i>Last Name</i> |
- 
- |                   |   |                 |                |
|-------------------|---|-----------------|----------------|
| Registered Office | <u>c/o C T Corporation System, 208 S. La Salle Street</u> |                 |                |
|                   | <i>Number</i>   | <i>street</i>   | <i>Suite #</i> |
|                   | <u>Chicago</u>  | <u>60604</u>    | <u>Cook</u>    |
|                   | <i>City</i>   | <i>ZIP Code</i> | <i>County</i>  |

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
**Delaware.**

**6079-280-11** residential addresses of **officers** and directors:

Name	No. 8 Street	City	State	ZIP
President	<del>See attached list of officers</del>		<del>SECRETARY OF STATE</del>	
Secretary				
Director	Henry R. Nothhaft, 14563 Fruitvale Avenue, Saratoga, California 95070			
Director	Michael F. Anthofer, 1046 Hill Meadow Place, Danville, California 94526			
Director				

**If more than 3, attach list**

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the General Corporation Law of the state of Delaware and permitted under the Illinois Business Corporation Act.

6. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock (No series)		\$0.01	10,000	1

9. Paid-in Capital: \$ 50,000

("Paid-in Capital" replaces the terms Stated Capital 8 Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property of the corporation for the following year: \$ 1,000,000
- (b) Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100,000

11. Interrogatories: (Important-this section must be completed.)

- "(a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Office: 1400 Parkmoor Avenue, San Jose, California 95126.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK)

Dated 12 / 6, 99 Concentric Carrier Services, Inc.  
(Month & Day) (Year) (Exact Name of Corporation)

attested by Peter Bergeron, secretary by Henry R. Nothhaft, President  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Peter Bergeron, secretary  
(Type or Print Name and Title)

Henry R. Nothhaft, President  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**Officers of  
Concentric Carrier Services, Inc.**

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1. Henry R. Nothhaft, President & CEO  
14563 Fruitvale Avenue  
Saratoga, California 95070
2. Michael F. Anthofer, Sr. Vice President, CFO and Treasurer  
1046 Hill Meadow Place  
**Danville, California 94526**
3. Peter J. Bergeron, Secretary  
586 Torland Court  
Sunnyvale, California 94067

**EXPEDITED**  
**SECRETARY OF STATE**

DEC 13 1999

EXP. FEES 25.00  
COPY - CERT. 10.00



STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of four pages, as taken from the original on file in this office.

*Deese White*

DEESE WHITE  
SECRETARY OF STATE

DATED: December 13, 1999

BY: Shirley C. Robin

## ATTACHMENT 3

### Response to Question 12

Question 12: Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Concentric's expansive business plan will be driven by the technical and managerial expertise of its investors and strategic partners. In order to manage and protect their substantial investments in Concentric, the investors and strategic partners will ensure that Concentric's key personnel have the managerial and technical expertise to make it a successful endeavor. Each of Concentric's strategic partners are major investment and telecommunications firms with a proven track record of identifying excellent and capable management for successful telecommunications companies around the world. By combining its resources and expertise with that of its partners, Concentric can offer customers the advantage of more comprehensive, integrated, and powerful solutions. Brief descriptions of Concentric's officers' and directors' experiences in telecommunications are provided below:

#### Henry "Hank" Nothhaft

Mr. Nothhaft joined Concentric Network Corporation as President and Chief Executive Officer in May 1995, becoming a Director of the Company in August 1995 and Chairman of the Board in January 1998. From 1989 to 1994, Mr. Nothhaft was President, Chief Executive Officer, and a Director of David Systems, Inc., a networking company. From 1983 to 1989, he held various positions with DSC Communications Corporation, including President of the Business Network Systems Group, President of the Digital Switch Corporation subsidiary, and Senior Vice President of Marketing, in addition to serving as a Member of the Board of Directors. From 1979 to 1983, Mr. Nothhaft was Vice President of Domestic Marketing and Vice President of Sales for GTE Telenet Communications Corporation (now Sprint). Mr. Nothhaft serves on the board of directors of Vertical Networks, the telecommunications advisory board of Compaq Computer, Asia Online Ltd., and Santa Clara Council Boy Scouts of America. He has an M.B.A. in Information Systems Technology from George Washington University and a B.S. degree from the U.S. Naval Academy, and is a former officer in the U.S. Marine Corps.

Mr. Nothhaft also serves as the President, Chief Executive Officer, and Chairman of the Board of Directors of Concentric Carrier Services, Inc.

#### John K. Peters

Mr. Peters was named Executive Vice President and General Manager, Network Services Division of Concentric Network Corporation in June 1995, Executive Vice President and General Manager of the Network Services Applications Division in June 1998, and became Executive Vice President, Corporate Strategies and Business Development, in October 1999. From 1993 to August 1995, Mr. Peters served as President of Venture Development Consulting, a consulting firm specializing in new communications and information services. From 1988 to 1993, he was Vice President and Chief Operating Officer of Pacific Bell Information Services, Inc. Prior to that, Mr. Peters spent three years as Vice President of Application Services for Telestream Corporation. In 1981, he co-founded Integrated Office Systems, Inc., a communications and information systems company. From 1976 to 1980, Mr. Peters was Vice President of Advanced Network Services for GTE Telenet Communications Corporation. He has an M.B.A. from Stanford Graduate School of Business and a B.S. degree in Statistics from Stanford University.

#### Michael F. Anthofer

Mr. Anthofer joined Concentric Network Corporation in January 1996 as Vice President and Chief Financial Officer and became a Senior Vice President in November 1996. From January 1991 to December 1995, Mr. Anthofer served as Executive Vice President and Chief Financial Officer, as well as a member of the Board of Directors, of Shared Resource Exchange, Inc., a privately held digital switching platform and PBX supplier. Prior to 1991, he held various executive positions at DSC Communications Corporation, including Vice President, Corporate Business Planning, Vice President, Business Network Group, and Vice President, Network Products Group. Mr. Anthofer has an M.B.A. and a B.S. degree from the University of California, Berkeley.

Mr. Anthofer also serves as the Senior Vice President, Chief Financial Officer, Treasurer, and a Member of the Board of Directors of Concentric Carrier Services, Inc.

#### Mark W. Fisher

Mr. Fisher joined Concentric Network Corporation in June 1997 as Vice President of Corporate Marketing and was promoted to Senior Vice President and General Manager, Network Services Division in July 1998. From July 1996 to June 1997, Mr. Fisher was General Manager and Vice President, Marketing, of Pacific Bell Internet Services, a wholly owned subsidiary of Pacific Bell. From June 1995 to August 1996, Mr. Fisher was Vice President, Marketing, of Pacific Bell Internet Services. From 1989 to May 1995, Mr. Fisher held various data product marketing and data center operations positions at Pacific Bell. Mr. Fisher has an M.B.A. from the University of California, Berkeley and a B.S. in mechanical engineering from the U.S. Naval Academy,

#### William C. Etheredge

Mr. Etheredge joined Concentric Network Corporation in March 1997 as the Senior Vice President of Sales. From May 1991 to March 1997, Mr. Etheredge served first as Vice President of Sales and Marketing and then as Vice President of Sales for Meridian Data, Inc., a provider of networked CD-ROM database creation and retrieval software and network servers. From July 1990 to May 1991, he served as Vice President of Strategic Accounts for Maxtor Corporation. From June 1985 to June 1990, he served first as Vice President US Sales and Marketing and then as Vice President Western Region for Memorex-Telex Corporation. Mr. Etheredge has an M.B.A. from Bowling Green University and a B.A. from Westminster College.

#### Eileen A. Curtis

Ms. Curtis became Customer Relations Manager of Concentric Network Corporation in January 1995, Director of Customer Relations in September 1995, and Vice President, Customer Relations in November 1996. From August 1987 to July 1993, Ms. Curtis was employed by Cox Communications Saginaw, Inc., and served in various positions including Marketing and Public Relations Manager, Administrative Manager and Customer Service Manager. Ms. Curtis has an M.B.A. and a B.S. from Central Michigan University.

#### James L. Isaacs

Mr. Isaacs joined Concentric Network Corporation in October 1995 as the Director of Product Management. In March 1997, he became Vice President of Product Management and in November 1997 he was appointed Vice President of Business Development. From July 1988 to October 1995, Mr. Isaacs held various positions at Apple Computer, including Group Manager Product Marketing, Apple On Line Services Division and Business Development Manager of Apple On Line Services Division. Mr. Isaacs has an M.B.A. from the University of California, Berkeley and an A.B. from Stanford University.